

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

<hr/>)	Chapter 11
)	
Kiebler Recreation, LLC)	Case No. 10-15099
)	
Debtor.)	Judge Baxter
<hr/>)	

**JOINT *EX PARTE* MOTION FOR ENTRY OF FOURTH STIPULATION AND
AGREED ORDER EXTENDING: AGREED THIRD INTERIM ORDER
AUTHORIZING THE USE OF CASH COLLATERAL AND GRANTING ADEQUATE
PROTECTION AND EXTENDING DEBTOR'S EXCLUSIVITY PERIODS PENDING
RULING ON MOTION TO EXTEND EXCLUSIVITY PERIODS**

Debtor Kiebler Recreation, LLC (the “Debtor”), the Official Committee of Unsecured Creditors (the “Committee”), The Huntington National Bank (“Huntington”), PNC Bank (“PNC”), and Vincent Cross, Executor of the Estate of Norbert Cross and Raquel Cross, Executrix of the Estate of Eugene Cross (the “Cross Estates” and collectively, the “Parties”) have agreed to the attached Fourth Stipulation and Agreed Order (the “Fourth Extension Order”) Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of July 2, 2010, as amended (the “Third Interim Cash Collateral Order”) [docket # 126].¹ The proposed Fourth Extension Order will continue to allow the Debtor to use cash collateral in accordance with the terms of the Third Interim Cash Collateral Order

¹ The Third Interim Cash Collateral Order was initially amended by that certain Stipulation and Agreed Order Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of July 22, 2010 [docket # 155] (the “First Extension Order”). It was next amended by that certain Second Stipulation and Agreed Order Further Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of August 4, 2010 [docket # 180] (the “Second Extension Order”). It was then amended by that certain Third Stipulation and Agreed Order Further Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of September 2, 2010 [docket # 215] (the “Third Extension Order”).

and the attached Budget² through and including October 12, 2010. Additionally, the Parties have agreed to extend the deadline to exchange appraisals and responses to pending subpoenas and discovery requests to September 27, 2010, and to extend the Investigation Period to October 21, 2010. In all other respects, the Third Interim Cash Collateral Order, as modified by the First, Second and Third Extension Orders, shall remain in effect.

In addition, the Debtor has filed—or it will be filing shortly—a motion (the "Extension Motion") pursuant to Bankruptcy Code section 1121(d) for entry of an Order extending the periods during which the Debtor has the exclusive right to file a plan and to solicit acceptances thereof (the "Exclusivity Periods"). While reserving their respective rights with respect to the Exclusivity Motion, the Parties agree to the entry of a bridge order extending the Exclusivity Periods through and including such time as the Court rules on the Extension Motion. Accordingly, the Parties request that the Fourth Extension Order include a provision extending the Exclusivity Periods through such time.

The Parties accordingly request that the Court enter the Fourth Extension Order in substantially the form attached hereto as Exhibit A. The Fourth Extension Order will be separately submitted in accordance with the Court's protocols for submission of proposed orders.

WHEREFORE, the Parties respectfully request that the Court (i) enter the Fourth Extension Order; and (ii) grant such other and further relief as the Court deems just and proper.

Dated: September 21, 2010

² Capitalized terms used and not defined herein shall have the meaning given them in the Third Interim Cash Collateral Order.

Jointly Submitted,

/s/ Robert C. Folland

Robert C. Folland (0065728)
Andrew L. Turscak, Jr. (0073851)
Mark A. Weintraub (0078789)
THOMPSON HINE LLP
3900 Key Center
127 Public Square
Cleveland, Ohio 44114
(216) 566-5500 (phone)
(216) 566-5800 (fax)
Robert.Folland@thompsonhine.com
Andrew.Turscak@thompsonhine.com
Mark.Weintraub@thompsonhine.com
Counsel for Debtor

/s/ Daniel A. DeMarco

Daniel A. DeMarco
Christopher B. Wick
Hahn Loeser & Parks LLP
200 Public Square, Suite 2800
Cleveland, OH 44114
(216) 621-0150 (phone)
(216) 241-2824 (fax)
dademarco@hahnlaw.com
cwick@hahnlaw.com
Counsel for Committee

/s/ Lawrence C. Bolla

Lawrence C. Bolla
Quinn Law Firm
2222 West Grandview Boulevard
Erie, PA 16506
(814) 833-2222 (phone)
(814) 835-2076 (fax)
lbolla@quinnfirm.com
Counsel for Cross Estates

/s/ Ingrid Palermo

Stephen A. Donato
Joseph Zagraniczny
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY
(315) 218- 8000(phone)
(315) 218- 8100(fax)
sdonato@bsk.com
jzagraniczny@bsk.com

Ingrid S. Palermo
Bond Schoeneck & King, PLLC
350 Linden Oaks Drive, Suite 310
Rochester, NY 14526
Counsel for Huntington

/s/ Drew T. Parobek

Drew Parobek, Esq.
Carrie M. Brosius, Esq.
Vorys, Sater, Seymour and Pease LLP
2100 One Cleveland Center, 1374 E. 9th
Cleveland, OH 44114
(216) 479-6100 (phone)
(216) 937-3719 (fax)
dtparobek@vorys.com
cmbrosius@vorys.com
Counsel for PNC Bank

EXHIBIT A

PROPOSED FOURTH EXTENSION ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re)	Chapter 11
)	
Kiebler Recreation, LLC)	Case No. 10-15099
)	
Debtor.)	Judge Baxter
)	

FOURTH STIPULATION AND AGREED ORDER FURTHER EXTENDING:

**AGREED THIRD INTERIM ORDER AUTHORIZING THE USE OF
CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION**

AND

**EXTENDING DEBTOR'S EXCLUSIVITY PERIODS PENDING
RULING ON MOTION TO EXTEND EXCLUSIVITY PERIODS**

This matter having come before the Court upon the fourth stipulation of Debtor Kiebler Recreation, LLC, the Official Committee of Unsecured Creditors, The Huntington National Bank, PNC Bank, and Vincent Cross, Executor of the Estate of Norbert Cross and Raquel Cross, Executrix of the Estate of Eugene Cross for the entry of an order (the "Third Extension Order") extending the terms of that certain Interim Order, dated as of July 2, 2010, Authorizing the Use

of Cash Collateral and Granting Adequate Protection, as amended (the “Third Interim Cash Collateral Order”) [docket # 126],¹ and the Court finding that good cause exists for the entry of this Fourth Extension Order, it is hereby ADJUDGED, DECREED AND

ORDERED that the second “ORDERED” paragraph on page 2 of the Third Interim Cash Collateral Order is hereby amended to state as follows: “The Debtor is authorized to use Cash Collateral to operate the Debtor’s business in the ordinary course, including to pay its actual, necessary, ordinary course operating expenses, from the date of this Order through October 12, 2010, pursuant to section 363(c)(2) of the Bankruptcy Code; provided that the Debtor is authorized to use Cash Collateral only for the payment of, or reimbursement for permitted “Cash Disbursements,” on a cumulative basis, as contained in the budget attached hereto as Exhibit A (the “Budget”), through October 12, 2010”; and it is further

ORDERED that the second “ORDERED” paragraph on page 2 of the Third Interim Cash Collateral Order is also amended to include the attached Exhibit A within the meaning of the defined term, “Budget”; and it is further

ORDERED that paragraph 3(i) of the Third Interim Cash Collateral Order is replaced with the following: “October 21, 2010 (the “Investigation Period”) with respect to any challenge relating to the Prepetition Loan Documents, provided, however, that if the Case is converted to a case under Chapter 7 of the Bankruptcy Code before the expiration of the Investigation Period, a

¹ The Third Interim Cash Collateral Order was initially amended by that certain Stipulation and Agreed Order Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of July 22, 2010 [docket # 155] (the “First Extension Order”). It was next amended by that certain Second Stipulation and Agreed Order Further Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of August 4, 2010 [docket # 180] (the “Second Extension Order”). It was then amended by that certain Third Stipulation and Agreed Order Further Extending: Agreed Third Interim Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of September 2, 2010 [docket # 215] (the “Third Extension Order”).

trustee in such chapter 7 case shall have forty-five (45) days from the date of acceptance of the appointment as trustee to file said adversary proceeding; or”; and it is further

ORDERED that, in connection with the Final Hearing, appraisals and responses to pending subpoenas and discovery requests shall be produced on or before September 27, 2010; and it is further

ORDERED that the Exclusivity Periods during which the Debtor has the exclusive right, pursuant to Bankruptcy Code section 1121, to file a plan and to solicit acceptances thereof are hereby extended through and including such time as the Court makes a final determination on the relief requested in the Debtor's Extension Motion.

IT IS SO ORDERED.

###

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Joint *Ex Parte* Motion was served electronically through the Court's ECF System or by regular United States mail upon the parties listed below on September 21, 2010.

Philip E. Langer, Esq.
Michael Shuster, Esq.
Porter Wright Morris & Arthur LLP
925 Euclid Avenue, Suite 1700
Cleveland, Ohio 44115-1483
Counsel for Huntington National Bank
planger@porterwright.com
mshuster@porterwright.com

Joseph Zagraniczny, Esq.
Ingrid S. Palermo, Esq.
Stephen A. Donato, Esq.
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202
Counsel for Huntington National Bank
jzagraniczny@bsk.com
ipalermo@bsk.com
sdonato@bsk.com

Joseph D. Frank
Jeremy C. Kleinman
Frank/Gecker LLP
325 North LaSalle Street, Suite 625
Chicago, Illinois 60654
Counsel for Pepsi Beverages Company
jfrank@fgllp.com
jkleinman@fgllp.com

Ronna G. Jackson, Esq.
Howard M. Metzenbaum U.S. Courthouse
201 Superior Ave
Cleveland, OH 44114
United States Trustee
ronna.g.jackson@usdoj.gov

Drew Parobek, Esq.
Carrie M. Brosius, Esq.
Vorys, Sater, Seymour and Pease LLP
2100 One Cleveland Center, 1374 E. 9th
Cleveland, OH 44114
Counsel for PNC Bank
dtparobek@vorys.com
cmbrosius@vorys.com

Lawrence Bolla, Esq.
Quinn, Buseck, Leemhuis, Toohey & Kroto
2222 West Grandview Boulevard
Erie, Pennsylvania 16506
*Counsel for Vincent Cross, Executor for the
Estate of Norbert Cross and Raquel Cross,
Executrix of the Estate of Eugene Cross*
lbolla@quinnfirm.com

Daniel A. DeMarco
Christopher B. Wick
Hahn Loeser & Parks LLP
200 Public Square, Suite 2800
Cleveland, Ohio 44114
*Counsel for the Official Committee of
Unsecured Creditors*
dademarco@hahnlaw.com
cwick@hahnlaw.com

Kenneth C. Johnson, Esq.
Andria M. Beckham, Esq.
Robert T. Castor, Esq.
Bricker & Eckler, LLP
100 South Third St.
Columbus, Ohio 43215
Counsel for Textron Financial Corporation
kjohnson@bricker.com

Mark L. Hankin, Esq.
Hankin & Mazel, PLLC
7 Penn Plaza, Suite 904
New York, New York 10001
*Counsel for American Leisure Consulting
Corporation*

/s/ Andrew Turscak
Andrew L. Turscak, Jr.